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AZ CORP COMMISSION
DOCKET CONTROL
September 17, 2007

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HAND DELIVERED

Docket Control
Arizona Corporation Commission
1200 W. Washington
Phoenix, AZ 85007

Re: *Approval Order of the Public Service Commission of West Virginia Dated September 14, 2007 in Relation to AT&T's Acquisition of Dobson Communications Corporation; Docket Nos. T-02428A-07-0453, T-03346A-07-0453, T-03116A-07-0453, T-03016A-07-0453 and T-03287A-07-0453*

Dear Sir/Madam:

Enclosed are the original copy and 21 copies of the September 14, 2007 Order of the West Virginia Public Service Commission granting its consent to the acquisition by AT&T of, and the indirect transfer of control of, Dobson Communications Corporation. West Virginia was the only other state besides Arizona where an application for approval of the transaction was filed. The issuance of this Order completes West Virginia's review and confirms its approval of the transaction.

Very truly yours,

GALLAGHER & KENNEDY, P.A.

By:

Michael M. Grant

MMG/plp
17840-10/1642332
Enclosures

Original and 21 copies filed with Docket
Control this 17th day of September, 2007.

cc (w/enclosure): Pamela Genung, Utilities Division

Arizona Corporation Commission
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**PUBLIC SERVICE COMMISSION
OF WEST VIRGINIA
CHARLESTON**

At a session of the PUBLIC SERVICE COMMISSION OF WEST VIRGINIA in the City of Charleston on the 14th day of September, 2007.

CASE NO. 07-1290-C-PC

**AT&T INC. and DOBSON
COMMUNICATIONS CORPORATION**

Joint Petition for consent and approval for the merger and indirect transfer of control of Dobson Communications Corporation, or, in the alternative, for an order exempting the proposed transaction from the provisions of *West Virginia Code* § 24-2-12.

COMMISSION ORDER

This Order grants the Commission's consent in advance to the indirect transfer of control of Dobson Communications Corporation.

BACKGROUND

On July 13, 2007, AT&T Inc. (AT&T) and Dobson Communications Corporation (Dobson) (together, the Petitioners) jointly filed a petition seeking the Commission's prior consent and approval of the merger and indirect transfer of control of Dobson to AT&T. While AT&T will become the new parent of Dobson, there will be no assignment of licenses or transfer of direct control of the FCC authorizations and *de facto* transfer of spectrum leases. The current licensees and leasees will continue to hold their authorizations and leases.

On July 20, 2007, the Consumer Advocate Division (CAD) petitioned to intervene in this matter, but ultimately agreed with Commission Staff's (Staff's) August 14, 2007, filing, described below. *See*, CAD filing of August 15, 2007.

On August 14, 2007, Staff filed its "Initial and Final Joint Staff Memorandum." Therein, Staff recommended approval of the petition for transfer of control. Staff stated that the proposed transaction will not disrupt service and will have no adverse impact on customers.

On August 16, 2007, the Petitioners filed a letter (i) agreeing with Staff's recommendation and (ii) requesting expedited treatment.

DISCUSSION

The standard of review the Commission must apply in this proceeding is set forth in *West Virginia Code* §§ 24-2-12.

The terms and conditions of the indirect transfer are reasonable, no party is given an undue advantage over the other, and the indirect transfer does not adversely affect the public in this state. The Commission will grant its consent in advance to the indirect transfer, without specifically approving the terms and conditions thereof.

FINDINGS OF FACT

1. On July 13, 2007, AT&T and Dobson jointly filed a petition seeking the Commission's prior consent and approval of indirect transfer of control of Dobson to AT&T.
2. Neither Staff nor the CAD object to the petition.

CONCLUSION OF LAW

The terms and conditions of the indirect transfer of control are reasonable, no party is given an undue advantage over the other, and the indirect transfer of control does not adversely affect the public in this state. Thus, the Commission will grant its consent in advance to the indirect transfer of control, without specifically approving the terms and conditions thereof.


ORDER

IT IS THEREFORE ORDERED that the Commission hereby grants its consent in advance to the indirect transfer of control described in the joint petition filed on July 13, 2007, by AT&T Inc. and Dobson Communications Corporation for the indirect transfer of control of Dobson, without specifically approving the terms and conditions thereof.

IT IS FURTHER ORDERED that upon entry of this Order, this case shall be removed from the Commission's docket of active cases.

IT IS FURTHER ORDERED that the Commission's Executive Secretary serve a copy of this Order upon all parties of record by United States First Class Mail and upon Commission Staff by hand delivery.

A True Copy, Tester:


Sandra Squire
Executive Secretary

JJW/klm
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